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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION

-and-

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
- ☐ Affects Pacific Gas and Electric Company
- ☒ Affects both Debtors

**All papers shall be filed in the Lead Case,
No. 19-30088 (DM)*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**CONDITIONAL CONSENT OF THE
OFFICIAL COMMITTEE OF TORT
CLAIMANTS TO APPLICATION OF
DEBTORS PURSUANT TO 11 U.S.C.
§§ 363(b) AND 105(a) FOR AUTHORITY
TO ENTER INTO, PERFORM UNDER
AND MAKE PAYMENTS UNDER
CERTAIN CONSULTING CONTRACTS
WITH MCKINSEY & COMPANY, INC.
UNITED STATES [Dkt. No. 3919]**

Date: February 26, 2020
Time: 10:00 a.m. (Pacific Time)
Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

**Objection Deadline: February 19, 2020
4:00 p.m. (Pacific Time)**

1 The Official Committee of Tort Claimants (“TCC”) in the chapter 11 cases of PG&E
2 Corporation and Pacific Gas and Electric Company (the “Debtors” or “PG&E”) hereby submits
3 its conditional consent to the Debtors’ Application Pursuant to 11 U.S.C. §§ 363(b) and 105(a) for
4 Authority to Enter Into, Perform Under and Make Payments Under Certain Consulting Contracts
5 with McKinsey & Company, Inc. United States (“McKinsey”) (Doc. No. 3919), and respectfully
6 states as follows:

- 7 1. The TCC is informed and believes that McKinsey performed certain consulting
8 services for the Debtors prior to the filing of these chapter 11 cases.
- 9 2. The TCC is further informed and believes that the Debtors may hold claims against
10 McKinsey based on its prepetition services. Pursuant to the Debtors’ and
11 Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated
12 December 12, 2019 [Dkt. No. 5101] certain of the Debtors’ claims and causes of
13 action will be transferred to a resolution trust for the benefit of tort claimants.
- 14 3. The TCC does not object to the Debtors’ retention of McKinsey for post-petition
15 services, provided that any such order authorizing the post-petition retention or
16 approving payments to McKinsey pursuant to such order shall not be construed to
17 bar any claims against McKinsey arising out of or in connection with prepetition
18 services rendered to the Debtors on the basis of res judicata or any other doctrine or
19 theory.

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21 Dated: January 8, 2020

BAKER & HOSTETLER LLP

22 By: /s/Cecily A. Dumas
23 Cecily A. Dumas

24 *Counsel for Official Committee of Tort Claimants*
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